

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ITV DIRECT, INC.,)	Civil Action No. 04-CV-10421-JLT
)	
Plaintiff,)	
)	
v.)	
)	
HEALTHY SOLUTIONS, L.L.C., et al.,)	
)	
Defendants.)	
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CAPPSEALS, INC.,)	
)	
Plaintiff-in-Intervention,)	
)	
v.)	
)	
HEALTHY SOLUTIONS, L.L.C., d/b/a)	
DIRECT BUSINESS CONCEPTS; ITV)	
DIRECT, INC.; and DIRECT FULFILLMENT,)	
LLC,)	
)	
Intervenor-Defendants.)	

MOTION TO WITHDRAW AS COUNSEL

Pursuant to Local Rule 83.5.2(c), counsel of record for Plaintiff-in Intervention, the law firm of Gadsby Hannah LLP (“Gadsby Hannah”), including Daniel J. Kelly and Kristin M. Cataldo, respectfully moves this Court for leave to withdraw as counsel for Cappseals, Inc. (“Cappseals”). As grounds therefor, Gadsby Hannah submits the affidavit of Daniel Kelly and states as follows:

1. Gadsby Hannah and Cappseals have experienced irreconcilable differences arising out of past due amounts for services rendered by Gadsby Hannah, as well as a disagreement on how to proceed with the funding of the case in the future.
2. Gadsby Hannah has notified Cappseals of its intention to withdraw as counsel and has requested that Cappseals seek successor counsel.

3. There are no matters currently pending before the Court and no trial date has been established in this action. Further Cappseals has sufficient time, prior to the pretrial conference currently scheduled for September 22, 2004, to find successor counsel and therefore will not be prejudiced by the allowance of this motion.

WHEREFORE, for the foregoing reasons and the facts described in the accompanying affidavit of Daniel J. Kelly, Gadsby Hannah LLP requests that this motion be allowed.

CAPPSEALS, INC.,

By their attorney(s),

/s/ Daniel J. Kelly
Daniel J. Kelly, BBO #553926
Kristin M. Cataldo, BBO # 654033
Gadsby Hannah LLP
225 Franklin Street
Boston, MA 02110
(617) 345-7000

Dated: August 30, 2004

CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2004, I served a copy of the foregoing document upon counsel of record and Plaintiff-in-Intervention by causing copies to be served by mail upon:

Susan W. Gelwick, Esq.
Seyfarth Shaw LLP
Two Seaport Lane, Suite 300
Boston, MA 02210-2028

Dustin F. Hecker, Esq.
Posternak Blankstein & Lund LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-8004

Andy Anderson, Individually and as Vice President of
Cappseals, Inc.
12607 NE 95th Street
Vancouver, WA 98682

/s/ Daniel J. Kelly
Daniel J. Kelly

LOCAL RULE 7.1 CERTIFICATION

I, Kristin M. Cataldo, hereby certify that I have attempted to confer with opposing counsel concerning the issues raised by this Motion, but was unable to reach them and therefore have been unable to resolve or narrow the issues.

/s/ Kristin M. Cataldo
Kristin M. Cataldo